

Joseph J. Tabacco, Jr. (75484)
 jtabacco@bermanesq.com
 Christopher Heffelfinger (118058)
 cheffelfinger@bermanesq.com
 James C. Magid (233043)
 jmagid@bermanesq.com
BERMAN DEVALERIO
 425 California Street, Suite 2100
 San Francisco, CA 94104
 Telephone: (415) 433-3200
 Facsimile: (415) 433-6382

Attorneys for Plaintiff Northstar Financial Advisors, Inc.

[Additional Counsel on Signature Page]

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

NORTHSTAR FINANCIAL ADVISORS,
 INC., on Behalf of Itself and all Others
 Similarly Situated,

Plaintiff,

v.

SCHWAB INVESTMENTS, CHARLES
 SCHWAB & CO., INC., CHARLES
 SCHWAB INVESTMENT MANAGEMENT,
 INC., and SCHWAB TOTAL BOND
 MARKET FUND,

Defendants.

Case No. C-08-4119 SI

CLASS ACTION

**STIPULATION AND [PROPOSED] ORDER
 FOR LEAVE TO FILE UNDER SEAL
 PLAINTIFF'S DISCLOSURE OF NON-
 PARTY INTERESTED ENTITIES OR
 PERSONS**

DATE: February 6, 2009

TIME: 2:00 p.m.

COURTROOM: Hon. Susan J. Illston

[C-08-4119 SI] STIPULATION AND [PROPOSED] ORDER FOR LEAVE TO FILE UNDER
 SEAL PLAINTIFF'S DISCLOSURE OF NON-PARTY INTERESTED ENTITIES OR PERSONS

Pursuant to this Court's Standing Order and Civil Local Rule 7-12, Plaintiff Northstar Financial Advisors, Inc. ("Northstar") and defendants Schwab Investments, Charles Schwab & Co., Inc., Charles Schwab Investment Management, Inc., and Schwab Total Bond Market Fund ("Defendants"), by and through their counsel, hereby jointly submit a stipulated request for an order sealing Plaintiff's Disclosure of Non-Party Interested Entities or Persons ("Plaintiff's Disclosure").

RECITALS

WHEREAS, the above-captioned action *Northstar Financial Advisors v. Schwab Investments*, et al., No. C-08-4119 SI was filed on August 28, 2008;

WHEREAS, pursuant to Federal Rule of Civil Procedure 26(f) and Local Rule 16-9, the parties are concurrently filing their joint case management conference statement;

WHEREAS, the Standing Order for All Judges of the Northern District of California regarding the Contents of Joint Case Management Statement (Item No. 19) orders the parties to disclose any Non-party Interested Entities or Persons;

WHEREAS, Northstar intends to disclose to defendants and the Court the identities of those investors who are clients of Northstar and who invested in the Schwab Total Bond Market Fund (the "Fund");

WHEREAS, Northstar contends that the identities of its clients who are investors of the Fund is not publicly available and should not be put into the public record because these clients are not parties to the instant action;

WHEREAS, Northstar maintains that the disclosure of such information would reveal potentially sensitive financial information and investment decisions of its clients and should be kept confidential;

WHEREAS, Northstar's Disclosure of Non-Party Interested Entities or Persons consists of a list of its clients who invested in the Fund and is attached to this Stipulation as Exhibit A;

STIPULATION

IT IS HEREBY STIPULATED, subject to the Court's approval, by and between counsel for Northstar and Defendants:

[C-08-4119 SI] STIPULATION AND [PROPOSED] ORDER FOR LEAVE TO FILE UNDER SEAL PLAINTIFF'S DISCLOSURE OF NON-PARTY INTERESTED ENTITIES OR PERSONS

1. The names and identities of Northstar's clients who invested in the Fund should not be made part of the public record.
2. Northstar's Disclosure of Non-Party Interested Entities or Persons, attached as Exhibit A to this Stipulation, should be filed under seal.

Dated: January 30, 2009

WOLF POPPER LLP

By: /s Robert C. Finkel
ROBERT C. FINKEL
(admitted *pro hac vice*)

845 Third Avenue
New York, NY 10022
Telephone: (212) 759-4600
Facsimile: (212) 486-2093

Marc J. Gross
Bryan Plocker
**GREENBAUM ROWE SMITH
& DAVIS LLP**
75 Livingston Street, Suite 301
Roseland, NJ 07068
Telephone: (973) 535-1600
Facsimile: (973) 535-1698

Joseph J. Tabacco, Jr.
Christopher T. Heffelfinger
James C. Magid
BERMAN DEVALERIO
425 California Street, Suite 2100
San Francisco, CA 94104
Telephone: (415) 433-3200
Facsimile: (415) 433-6382

**Attorneys for Plaintiff Northstar Financial
Advisors, Inc.**

MORRISON & FOERSTER LLP

By: /s/ Dorothy L. Fernandez
DOROTHY L. FERNANDEZ

425 Market Street
San Francisco, California 94105-2482
Telephone: 415.268.7000
Facsimile: 415.268.7522
Email: DFernandez@mofo.com

Darryl P. Rains
K.C. Allan Waldron
755 Page Mill Road
Palo Alto, California 94304-1018
Telephone: 650.813.5600
Facsimile: 650.494.0792
Email: Drains@mofo.com;
KCWaldron@mofo.com

**Attorneys for Defendants Schwab
Investments, Charles Schwab & Co., Inc.,
Charles Schwab Investment Management,
Inc., and Schwab Total Bond Market Fund**

PURSUANT TO STIPULATION, IT IS SO ORDERED.

Dated: _____



HONORABLE SUSAN ILLSTON
UNITED STATES DISTRICT JUDGE

1 I, Christopher T. Heffelfinger, am the ECF user whose ID and password are being used to
2 file this Stipulation and [Proposed] Order for Leave To File Under Seal Plaintiff's Disclosure of
3 Non-Party Interested Entities or Persons. In compliance with General Order 45, X.B., I hereby attest
4 that Robert C. Finkel, co-counsel for Plaintiff Northstar, and Dorothy L Fernandez, counsel for
5 defendants, have concurred in this filing.

6
7 s/ Christopher T. Heffelfinger
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28